

african phoenix
investments limited

REVISED NOTICE OF AGM
AND PROXY
2017



african phoenix

investments limited

African Phoenix Investments Limited

(Incorporated in the Republic of South Africa)

(Registration number 1946/021193/06)

Ordinary share code: AXL ISIN: ZAE000221370

Hybrid instrument code: AXLP ISIN: ZAE000221388

("Phoenix" or "the Company")

REVISED NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR ENDED 30 SEPTEMBER 2017

In terms of section 62(3)(a) of the Companies Act, 71 of 2008, as amended ("the Companies Act"), notice is hereby given to the shareholders of Phoenix that the 70th annual general meeting ("AGM") of shareholders of Phoenix will be held at 10:00 on Wednesday, 17 October 2018, at Grant Thornton Building, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, 2196, for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions set out hereinafter, as well as such other matters as may be required to be dealt with at the AGM in terms of the Companies Act.

Record date

The board of directors of Phoenix ("the Board") has determined that, in terms of section 62(3)(a), read together with section 59(1)(b) of the Companies Act, the record date on which a shareholder must be registered in the securities register of Phoenix for the purposes of determining which shareholders of Phoenix are entitled to receive notice of the AGM is Friday, 7 September 2018 and participate in and vote at the AGM is Friday, 12 October 2018. Accordingly, the last day to trade Phoenix shares in order to be recorded in the securities register of Phoenix in order to be entitled to participate and vote at the AGM will be Tuesday, 9 October 2018.

Action by shareholders

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a member of the Board. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM.

Proxy forms must be completed by certificated shareholders or "*own name*" registered dematerialised shareholders who wish to be represented at the AGM.

Dematerialised shareholders (not with "*own-name*" registration) must notify their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the AGM in order for such CSDP or broker to be able to issue them with the necessary authorisation letter to enable them to attend the AGM, or, alternatively, should the dematerialised shareholder not wish to attend the AGM, they should provide their CSDP or broker with their voting instructions.

For administrative purposes only, we request that forms of proxy be delivered to Phoenix's transfer secretaries situated at Link Market Services South Africa Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, or be posted to PO Box 4844, Johannesburg, 2000, to be received by them by no later than 10:00 on Monday, 15 October 2018 (or 48 hours before any adjournments of the AGM, which date, if necessary, will be notified on SENS). Thereafter, forms of proxy may be delivered to the Chairperson of the AGM, at the AGM, before voting on a particular resolution commences.

AGM participants may be required to provide identification to the reasonable satisfaction of the Chairperson of the AGM. An official identification document issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted as sufficient identification.

Shareholders who have any doubt as to the action they are required to take in respect of the following resolutions should consult their CSDP, broker, banker, attorney, accountant or other professional adviser immediately.

Electronic participation

In terms of section 61(10) of the Companies Act, every shareholders' meeting of a public company must be reasonably accessible within South Africa for electronic participation by shareholders. Therefore, shareholders or their proxies may participate in a meeting by way of a teleconference call if they wish to do so. In this event:

- written notice to participate via electronic communication must be sent to Phoenix's Company Secretary, Acorim Proprietary Limited, 2nd Floor, North Block, Hyde Park Office Tower, Corner of 6th Road and Jan Smuts Avenue, Sandton, Johannesburg, to be received by no later than 16:00 on Friday, 12 October 2018;
- a pin number and dial-in details for the conference call will be provided;
- shareholders will be billed separately by their own telephone service providers for the teleconference call to participate in the AGM; and
- valid identification will be required:
 - (a) if the shareholder is an individual, a certified copy of their identity document and/or passport;
 - (b) if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, specifying the name of the individual that is authorised to represent the relevant entity at the AGM by way of teleconference call; and
 - (c) a valid email address and/or facsimile number.

Purpose

The purpose of the AGM is to:

- (a) present and consider the annual financial statements of Phoenix for the financial year ended 30 September 2017, including the reports of the auditors, the directors and the Audit and Risk Committee;
- (b) consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions ("resolutions") set out hereunder in accordance with the requirements of the Memorandum of Incorporation of Phoenix, the Companies Act and the Listings Requirements of the JSE Limited ("JSE Listings Requirements"); and
- (c) consider any matters as may lawfully be dealt with at the AGM, in terms of the Companies Act.

Agenda

ORDINARY RESOLUTIONS

To consider and, if deemed fit, to pass, with or without modification, the ordinary resolutions relating to business set out below.

The minimum percentage of voting rights required for each of the resolutions set out in items number 1 to 5 below to be adopted is more than 50% (fifty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by proxy at the AGM.

1. ORDINARY RESOLUTION NUMBER 1

Appointment of external auditors

"Resolved that on recommendation of the Audit and Risk Committee, Grant Thornton Johannesburg be appointed as the independent external auditors of Phoenix (until the conclusion of the next AGM of Phoenix) with Soné Kock, being the individual registered auditor for such period, and to authorise the Audit and Risk Committee to determine the auditor's remuneration."

2. ORDINARY RESOLUTION NUMBER 2

Appointment and re-election of directors

“**Resolved** to individually re-elect or elect each of the following directors (ordinary resolutions numbers 2.1 to 2.7 to be voted on and adopted as separate resolutions. The Board recommends the election of these directors.”

- 2.1 **Ordinary resolution number 2.1:** “**Resolved** that, the election of Ms Nonzukiso Siyotula as independent non-executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers herself for election), is hereby confirmed.”
- 2.2 **Ordinary resolution number 2.2:** “**Resolved** that, the election of Mr Samuel Sithole as non-executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers himself for election), is hereby confirmed.”
- 2.3 **Ordinary resolution number 2.3:** “**Resolved** that, the election of Mr Oyama Mabandla as independent non-executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers himself for election), is hereby confirmed.”
- 2.4 **Ordinary resolution number 2.4:** “**Resolved** that, the election of Ms Reshma Mathura as independent non-executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers herself for election), is hereby confirmed.”
- 2.5 **Ordinary resolution number 2.5:** “**Resolved** that, the election of Ms Mahlatse Kabi as independent non-executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers herself for election), is hereby confirmed.”
- 2.6 **Ordinary resolution number 2.6:** “**Resolved** that, the election of Mr Siyabonga Nhlumayo as executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers himself for election), is hereby confirmed.”
- 2.7 **Ordinary resolution number 2.7:** “**Resolved** that, the election of Mr Shafiek Rawoot as executive director, who in terms of Article 19 of the Phoenix’s Memorandum of Incorporation retires by rotation at this AGM (but being eligible to do so, offers himself for election), is hereby confirmed.”

An abbreviated *curriculum vitae* in respect of each director offering himself/herself for re-election or election, appears in **Annexure A** of this notice.

3. ORDINARY RESOLUTION NUMBER 3

Appointment of the Chairperson and members of the Audit and Risk Committee

“**Resolved** to individually elect the following directors (ordinary resolutions numbers 3.1 to 3.4) of Phoenix as the Chairperson and members of the Audit and Risk Committee until the conclusion of the next AGM of Phoenix. The Board recommends the appointment of these members.”

- 3.1 **Ordinary resolution number 3.1:** “**Resolved** that, subject to the passing of ordinary resolution number 2.4, the appointment of Ms Reshma Mathura as a member and chairperson of the Audit and Risk Committee (until the conclusion of the next AGM of Phoenix), be and is hereby confirmed.”
- 3.2 **Ordinary resolution number 3.2:** “**Resolved** that, subject to the passing of ordinary resolution number 2.1, the appointment of Ms Nonzukiso Siyotula as a member of the Audit and Risk Committee (until the conclusion of the next AGM of Phoenix), be and is hereby confirmed.”
- 3.3 **Ordinary resolution number 3.3:** “**Resolved** that, subject to the passing of ordinary resolution number 2.5, the appointment of Ms Mahlatse Kabi as a member of the Audit and Risk Committee (until the conclusion of the next AGM of Phoenix), be and is hereby confirmed.”

- 3.4 **Ordinary resolution number 3.4:** “**Resolved** that the appointment of Ms Alethea Conrad as a member of the Audit and Risk Committee (until the conclusion of the next AGM of Phoenix), be and is hereby confirmed.”

An abbreviated *curriculum vitae* in respect of each member of the Audit and Risk Committee, appears in **Annexure A** of this notice.

4. **ORDINARY RESOLUTION NUMBER 4**

Non-binding advisory endorsement of remuneration policy and implementation report

- 4.1 **Ordinary resolution number 4.1:** “**Resolved** as a separate non-binding advisory vote that Phoenix’s remuneration policy, as reflected on pages 17 to 19 of the 2017 integrated annual report, be and is hereby approved.”
- 4.2 **Ordinary resolution number 4.2:** “**Resolved** as a separate non-binding advisory vote that, the implementation report, as set out on pages 18 to 19 of the 2017 integrated annual report, be and is hereby approved.”

Note: *The King Report on Corporate Governance read with the JSE Listings Requirements require that the Company’s remuneration policy and implementation report each be tabled to shareholders for a non-binding advisory vote at each AGM. The non-binding resolutions are of an advisory nature only and failure to pass these resolutions will not have any legal consequences relating to existing arrangements. However, should 25% or more of the votes exercised on these resolutions be cast against either or both of these non-binding resolutions, Phoenix undertakes to engage with the dissenting shareholders as to the reasons therefore and take appropriate action to address issues raised as envisaged in the King Report on Corporate Governance and the JSE Listings Requirements.*

5. **ORDINARY RESOLUTION NUMBER 5**

Signature of documents

“**Resolved that** each director of Phoenix be and is hereby individually authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of those resolutions set out in the notice convening the AGM at which this ordinary resolution is to be considered and approved.”

SPECIAL RESOLUTIONS

To consider and, if deemed fit, to pass, with or without modification, all of the special resolutions relating to business set out below. More than 75% (seventy-five percent) of the voting rights exercised on each resolution must be exercised in favour of such resolution in order for it to be validly adopted.

6. SPECIAL RESOLUTION NUMBER 1

Non-executive directors' remuneration

"**Resolved that**, in terms of the provisions of section 66(9) of the Companies Act, the annual remuneration (excluding value-added tax) payable to the non-executive directors of Phoenix for their services as directors of Phoenix for the financial years ending 30 September 2019 and 2020, be and is hereby approved as follows:

Rands	FY2017 Approved	FY2018 Approved	FY2019 Proposed	FY2020 Proposed
Board – Pro forma based on five meetings per annum				
Chairperson	525 000	525 000	360 000	378 000
Member	315 000	315 000	180 000	189 000
Board – FY2017 and FY2018 approved per meeting				
Chairperson	52 500	52 500	–	–
Member	42 000	42 000	–	–
Board – Annual retainer FY2017 and FY2018 approved, FY2019 and FY2020 proposed				
Chairperson	262 500	262 500	360 000	378 000
Member	105 000	105 000	180 000	189 000
Audit and Risk – Pro forma based on four meetings per annum				
Chairperson	126 000	126 000	130 000	136 500
Member	105 000	105 000	80 000	84 000
Audit and Risk – FY2017 and FY2018: per meeting				
Chairperson	31 500	31 500	–	–
Member	26 250	26 250	–	–
Audit and Risk – FY2019 and FY2020: annual retainer proposed				
Chairperson	–	–	130 000	136 500
Member	–	–	80 000	84 000
RTNSE – Pro forma based on three meetings per annum				
Chairperson	94 500	94 500	130 000	136 500
Member	78 750	78 750	80 000	84 000
RTNSE – FY2017 and FY2018: per meeting				
Chairperson	31 500	31 500	–	–
Member	26 250	26 250	–	–
RTNSE – FY2019 and FY2020: annual retainer proposed				
Chairperson	–	–	130 000	136 500
Member	–	–	80 000	84 000
Investment Committee – Pro forma based on four meetings per annum				
Chairperson	126 000	126 000	80 000	84 000
Member	105 000	105 000	60 000	63 000
Investment Committee – FY2017 and FY2018: per meeting				
Chairperson	31 500	31 500	–	–
Member	26 250	26 250	–	–
Investment Committee – FY2019 and FY2020: annual retainer proposed				
Chairperson	–	–	80 000	84 000
Member	–	–	60 000	63 000

Explanatory note

The Remuneration, Transformation, Nomination, Social and Ethics ("RTNSE") Committee has reviewed and recommended the fees payable to the non-executive directors, having had due regard to the findings of a survey on non-executive directors' practices and remuneration trends by external remuneration consultants. The survey included comparative information in relation to a group of listed companies similar to Phoenix.

Previously Board members were paid an annual fee and an attendance fee per meeting. Phoenix is currently proposing to pay a total annual retainer (meeting attendance fee included) to board members based on benchmarking. Fees for the next two years (2019 to 2020) are proposed at CPI of 5% (five percent). The rationale for the proposed fees for the next 2 (two) years is to ensure continuity in the unlikely event that the AGM is delayed and Phoenix needs to retain the directors on an inflation-adjusted fee.

The RTNSE Committee also considered the complexity of the business as well as the time, commitment, level of experience, skills and capabilities required of the non-executive directors. The proposed fee levels indicated above would ensure that the remuneration of the non-executive directors is market-related and is in line with the increasing levels of responsibility placed on them.

Note: *The Companies Act requires that directors' fees be authorised by shareholders by way of special resolution. The passing of this special resolution will have the effect of approving the remuneration of each of the directors of Phoenix for the years ending 30 September 2019 and 30 September 2020, in accordance with section 66(9) of the Companies Act.*

7. SPECIAL RESOLUTION NUMBER 2

Financial assistance to related or inter-related companies or undertakings

“Resolved that, to the extent required in terms of, and subject to the provisions of, section 45 of the Companies Act and the requirements (if applicable) of the Memorandum of Incorporation of Phoenix and the JSE Listings Requirements, the provision by Phoenix at any time and from time to time during the period of two years commencing on the date of the adoption of this special resolution, of direct or indirect financial assistance (whether by way of loan, guarantee, the provision of security or otherwise), to any related or inter-related company or undertaking to Phoenix, on such terms and conditions as the Board (or any one or more persons authorised by the Board from time to time for such purpose) may deem fit, be and is hereby approved.”

Explanatory note

Section 45 of the Companies Act authorises Phoenix to provide direct or indirect financial assistance to any one or more related or inter-related companies or undertakings incorporated or established.

Section 45 of the Companies Act further provides that the particular financial assistance must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category, and the Board must be satisfied that:

- immediately after providing the financial assistance, Phoenix would satisfy the solvency and liquidity test; and
- the terms under which the financial assistance are proposed to be given are fair and reasonable to Phoenix.

The Board considers it prudent to obtain this authorisation from the shareholders to ensure that if financial assistance is required to be provided by Phoenix to its related or inter-related entities, and in particular in relation to The Standard General Insurance Company Limited (a subsidiary of Phoenix) (“Stangen”), relating to any regulatory requirements that might apply to Phoenix as a result of its interest in Stangen, that the requisite Phoenix shareholder approvals are in place.

8. SPECIAL RESOLUTION NUMBER 3

General approval to acquire ordinary shares

“Resolved, by way of a general approval that Phoenix and/or any of its subsidiaries from time to time be and are hereby authorised to acquire ordinary shares in Phoenix in terms of sections 46 and 48 of the Companies Act, the Memorandum of Incorporation of Phoenix and its subsidiaries and the JSE Listings Requirements, as amended from time to time.

The JSE Listings Requirements currently provide, *inter alia*, that:

- the acquisition of the ordinary shares must be affected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between Phoenix and the counterparty;
- this general authority shall only be valid until the earlier of Phoenix’s next AGM or the expiry of a period of 15 (fifteen) months from the date of passing of this special resolution;

- in determining the price at which Phoenix's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is affected;
- at any point in time, Phoenix may only appoint one agent to effect any acquisition(s) on its behalf;
- the acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty percent) of Phoenix's issued ordinary share capital;
- Phoenix may only effect the repurchase once a resolution has been passed by the Board confirming that the Board has authorised the repurchase, that Phoenix has passed the solvency and liquidity test ("test") and that since the test was done there have been no material changes to the financial position of the Group;
- Phoenix or its subsidiaries may not acquire ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless Phoenix or its subsidiaries have in place a repurchase programme where the date and quantities of securities to be traded during the relevant period are fixed (not subject to variation) and full details of the programme have been disclosed to the JSE as required, prior to the commencement of the prohibited period. Phoenix must instruct an independent third party, which makes its investment decisions in relation to Phoenix's securities independently of, and uninfluenced by, Phoenix, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- an announcement will be published once Phoenix has cumulatively repurchased 3% (three percent) of the number of the ordinary shares in issue at the time this general authority is granted ("initial number"), and for each 3% (three percent) in aggregate of the initial number acquired thereafter."

Explanatory note

The purpose of this special resolution number 3 is to obtain an authority for, and to authorise, Phoenix and Phoenix's subsidiaries, by way of a general authority, to acquire Phoenix's issued ordinary shares.

It is the intention of the directors of Phoenix to use such authority should prevailing circumstances (including tax dispensations and market conditions) in their opinion warrant it.

Other disclosure in terms of section 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures, which is contained in the 2017 Integrated Annual Report:

- Major shareholders set out on page 21; and
- Share capital of Phoenix set out page 63.

Material change

Other than the facts and developments reported in the Annual Financial Statements, there have been no material changes in the financial or trading position of Phoenix and its subsidiaries since the date of the audit report and up to the date of this notice.

Directors' responsibility statement

The directors, whose names are set out in the corporate information section of this notice, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 3, and certify that to the best of their knowledge and belief, there are no facts in relation thereto that have been omitted which would make any statement in relation to this special resolution false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all the information required by the JSE Listings Requirements.

Adequacy of working capital

At the time that the contemplated repurchase is to take place, the directors of Phoenix will ensure that, after considering the effect of the maximum repurchase and for a period of 12 (twelve) months thereafter:

- Phoenix and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business;
- the consolidated assets of Phoenix and its subsidiaries, fairly valued in accordance with IFRS, will be in excess of the consolidated liabilities of Phoenix and its subsidiaries;

- the issued share capital and reserves of Phoenix and its subsidiaries will be adequate for the purpose of the ordinary business of Phoenix and its subsidiaries; and
- the working capital available to Phoenix and its subsidiaries will be sufficient for the Group's requirements.

Other business

To transact such other business as may be transacted at an AGM or raised by shareholders, in terms of the Companies Act, with or without advance notice to Phoenix.

By order of the Board

Acorim Proprietary Limited

Company Secretary

Johannesburg
17 September 2018

Annexure A

Abbreviated *curriculum vitae* of directors

Ms Reshma Mathura (“Reshma”)

Independent Non-Executive Director

BCom (Hons), MBA, CA(SA), Postgraduate Diploma in Business Administration

Reshma has over 18 years' experience in financial management. She is the executive director of finance at Unisa, where her responsibilities cover all aspects of financial management including financial planning, asset management, governance and compliance as well as financial reporting. Reshma recently completed her Masters in Business Administration from GIBS, after having qualified as a chartered accountant in 2004. Prior to joining Unisa, Reshma served as the Chief Financial Officer for the National Regulator for Compulsory Specifications for more than four years. Reshma also gained experience as a senior manager at the Road Accident Fund and director for financial control services at the Department of Defence and the SA Police Services. Reshma has been appointed as an independent non-executive director and as a member and chairperson of the Audit and Risk Committee.

Ms Mahlatshe Kabi (“Mahlatshe”)

Independent Non-Executive Director

BCom, BCom (Hons), MBA, CTA, CGMA, ACMA

Mahlatshe has over 22 years' experience in management of which 14 years were in finance and the remainder in investments and structuring of BEE transactions. She is the Chief Financial Officer of the Gordon Institute of Business Science (GIBS). Her career started at KPMG serving her articles of clerkship. She held senior finance positions at Standard Bank, SA Breweries and Multichoice SA before joining Mineworkers Investment Company (MIC) in 2005 to set up the finance function. She later joined the Investment Transaction team as a Senior Investment Manager involved in investment execution – deal origination, transaction structuring, due diligence, valuations, strategic oversight, divestitures, performance monitoring and reporting. She is currently serving on the board of Verimark Limited, Stangen Insurance Company, JM Busha Asset Management Company and Rand Water Foundation. She previously served on the boards and sub-committees of various portfolio companies of MIC such as Tracker Connect, Westcon SA, Mine Safety Appliances, General Electric SA (Transportation), Masana Petroleum Solutions, IZAZI Solutions and Wesbank, a division of First Rand Bank. Mahlatshe has been appointed as an independent non-executive director and as a member of the Audit and Risk Committee.

Ms Nonzukiso Siyotula (“Zukie”)

Independent Non-Executive Director

CA(SA), MBA (Gordon Institute of Business Science), Executive Leadership Programmes at INSEAD, Harvard Business School and Oxford Business School

Zukie was CEO of Thebe Capital at Thebe Investment Corporation from 2014 to 2016, where she was responsible for managing a portfolio of strategic investments with a net asset value of R3.5 billion. Prior to joining the Thebe Group, she held various senior positions at the Barclays Africa Group, Old Mutual Retail Mass, Royal Bafokeng Holdings and South African Breweries. Zukie has been appointed as an independent non-executive director, as member of the Audit and Risk Committee and of the Investment Committee.

Mr Samuel Sithole (“Sam”)

Non-Executive Director

CA(SA), ACA(UIC), CA(Z), PLD (Harvard Business School)

Sam is the CEO and co-founder of Value Capital Partners Proprietary Limited, a current shareholder in African Phoenix. He previously served as the Group Financial Director of Brait SE and a member of the Brait Investment team for eight years. Prior to that, he was the Audit Leader for the Deloitte and Touche Group. Sam is currently a non-executive director for Allied Electronics Corporation Limited and Adcorp Holdings Limited. Sam has been appointed as a non-executive director and a member of the Investment Committee and the Remuneration, Nomination, Transformation, Social and Ethics Committee.

Mr Oyama Andrew Mabandla (“Oyama”)

Independent Non-Executive Director

BA (Political Science) (University of California), Juris Doctorate (Columbia University School of Law)

Oyama joined the Johannesburg Bar as a practising advocate in January 1999 after working as an investment banker for the Union Bank of Switzerland (UBS). He was then headhunted by South African Airways as general counsel, later becoming the Deputy CEO of the airline. He has held various positions during his career, including board chairperson at both Vodacom Group Limited and Consol Glass Proprietary Limited; director of Group Five Limited and Mvela Group Limited; and as a member of the JP Morgan African Advisory Board. Oyama has been appointed as an independent non-executive director, chairperson of the Investment Committee and as a member of the Remuneration, Nomination, Transformation, Social and Ethics Committee.

Ms Alethea Conrad (“Lea”)

Independent Non-Executive Director

BA, LLB, Management Advancement Programme (Wits Business School), International Executive Development Programme (Wits Business School and London Business School)

Lea has held directorships on the boards of listed, public and private companies since 1999. Lea previously served on the board of Oceana Group Limited (“Oceana”) as an executive director, as well as on a number of its board committees. Lea has extensive experience in serving on the board of a JSE-listed company and is well skilled in scenario planning on future policies, strategy development and implementation as well as developing governance frameworks. Whilst serving on the board of Oceana, Lea led the process to ensure that Oceana’s inclusion on the JSE’s Socially Responsible Investment Index was retained for 10 consecutive years. Lea also created and established the Oceana Empowerment Trust in 2006, through which more than 2 600 black employees now own 13.8 million shares in the Oceana group. A group-wide transformation strategy was developed and successfully implemented by Lea, achieving recognition for Oceana to be ranked as the most empowered listed company in South Africa for a period of two consecutive years (2014 and 2015). Lea has been appointed as an independent non-executive director, chairperson of the Remuneration, Nomination, Transformation, Social and Ethics Committee and as a member of the Audit and Risk Committee.

Mr Siyabonga Nhlumayo (“Siya”)

Chief Executive Officer

BCom, Post Graduate Diploma in Accounting, CA(SA)

Siya graduated from the University of Cape Town with a Post Graduate Diploma in Accounting in 2001, thereafter he commenced his articles at PricewaterhouseCoopers and qualified as a Chartered Accountant. He then spent two and a half years at PricewaterhouseCoopers Transaction Services where he advised on a wide range of transactions. Siya joins Phoenix from Medu Capital, a black-owned Private Equity firm where he was a Partner and responsible for strategic development, investment execution and management. Prior to joining Phoenix, he sat on various Medu Capital portfolio company boards and sub-committees and was a board member and treasurer of the Southern African Venture Capital and Private Equity Association (SAVCA).

Mr Shafiek Rawoot (“Shafiek”)

Chief Financial Officer

BBusSc (Finance honours), BCom (Accounting honours), CA(SA)

Shafiek graduated from the University of Cape Town with a Bachelor of Business Science (Finance Honours) in 2001 and from the University of KwaZulu-Natal with a Bachelor of Commerce (Accounting Honours) in 2002. He commenced with his articles at KPMG (Cape Town) in 2003 and qualified as a Chartered Accountant in 2006. After working for Old Mutual (Cape Town) in 2006, Shafiek joined Goldman Sachs International (London) as a Senior Analyst in 2007. Shafiek joins Phoenix from Brait South Africa (Johannesburg), where he has been part of the finance team since 2008.

African Phoenix Investments Limited

(Incorporated in the Republic of South Africa)

(Registration number 1946/021193/06)

Ordinary share code: AXL ISIN: ZAE000221370

Hybrid instrument code: AXLP ISIN: ZAE000221388

("Phoenix" or "the Company")

Revised Form of Proxy

For use only by shareholders who:

- hold ordinary shares in certificated form ("certificated ordinary shareholders"); or
- hold dematerialised ordinary shares ("dematerialised ordinary shareholders") through a Central Securities Depository Participant ("CSDP") and are registered with "own-name" registration,

at the 70th Annual General Meeting ("AGM") of shareholders of Phoenix to be held at 10:00 on Wednesday, 17 October 2018 at Grant Thornton Building, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, 2196 and any adjournment thereof.

Dematerialised ordinary shareholders holding ordinary shares other than with "own-name" registration who wish to attend the AGM must inform their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the AGM in person or by proxy and vote. If they do not wish to attend the AGM in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **These ordinary shareholders must not use this form of proxy.**

Name of beneficial shareholder

Name of registered shareholder

Address

Telephone work ()

Telephone home ()

Cell:

being the holder/custodian of

ordinary shares in Phoenix, hereby appoint (see notes):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the Chairperson of the meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the AGM of Phoenix convened for purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat ("resolutions") and at each postponement or adjournment thereof and to vote for and/or against such resolutions, and/or abstain from voting, in respect of the ordinary shares in the issued share capital of Phoenix registered in my/our name(s) in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
1.	Ordinary resolution number 1: Appointment of external auditors			
2.	Ordinary resolution number 2: Appointment and re-election of directors			
2.1	Appointment of Ms Nonzukiso Siyotola as an independent non-executive director			
2.2	Appointment of Mr Samuel Sithole as a non-executive director			
2.3	Appointment of Mr Oyama Mabandla as an independent non-executive director			
2.4	Appointment of Ms Reshma Mathura as an independent non-executive director			
2.5	Appointment of Ms Mahlatse Kabi as an independent non-executive director			
2.6	Appointment of Mr Siyabonga Nhlumayo as an executive director			
2.7	Appointment of Mr Shafiek Rawoot as an executive director			
3.	Ordinary resolution number 3: Appointment of the Chairperson and members of the Audit and Risk Committee			
3.1	Appointment of Ms Reshma Mathura as a member and chairperson of the Audit and Risk Committee			
3.2	Appointment of Ms Nonzukiso Siyotola as a member of the Audit and Risk Committee			
3.3	Appointment of Ms Mahlatse Kabi as a member of the Audit and Risk Committee			

		Number of ordinary shares		
		For	Against	Abstain
3.4	Appointment of Ms Alethea Conrad as a member of the Audit and Risk Committee			
4.	Ordinary resolution number 4: Advisory endorsement of remuneration policy and implementation report			
4.1	Endorsement of the remuneration policy			
4.2	Endorsement of the remuneration implementation report			
5.	Ordinary resolution number 5: Signature of documents			
6.	Special resolution number 1: Approval of the non-executive directors' remuneration			
7.	Special resolution number 2: Financial assistance to related or inter-related companies or undertakings			
8.	Special resolution number 3: General approval to acquire ordinary shares			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and act in his stead. A proxy so appointed need not be a shareholder of Phoenix.

Signed at _____ on _____ 2018

Signature _____

Assisted by (if applicable) _____

Notes to proxy

- The form of proxy must only be completed by shareholders who hold ordinary shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
- All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the AGM must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
- A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternate proxies (none of whom need be a shareholder of Phoenix) of the shareholder's choice in the space provided, with or without deleting "the Chairperson of the meeting". The person whose name stands first on this form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those proxy(ies) whose names follow. Should this space be left blank, the proxy will be exercised by the Chairperson of the meeting.
- A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholders or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
- A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 hours before the commencement of the AGM.
- If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, such proxy shall be entitled to vote as he/she thinks fit.
- The Chairperson of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
- A shareholder's authorisation to the proxy including the Chairperson of the AGM, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the AGM.
- The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
- Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the AGM.
- A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the Company.
- Where there are joint holders of ordinary shares:
 - any one holder may sign the form of proxy; or
 - the vote(s) of the senior ordinary shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the Company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
- For administrative purposes only, forms of proxy should be lodged with or mailed to Link Market Services South Africa Proprietary Limited.

Hand deliveries to: 13th Floor, Rennie House
19 Ameshoff Street
Braamfontein
Johannesburg

Postal deliveries to: PO Box 4844
Johannesburg
2000

to be received by no later than 10:00 on Monday, 15 October 2018 (or 48 hours before any adjournment of the AGM which date, if necessary, will be notified on SENS).
- A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.
- Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act:

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting.

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Attention is also drawn to the "Notes to proxy".

The completion of a form of proxy does not preclude any shareholder from attending the AGM.

SPONSOR
Merchantec Capital

BOARD OF DIRECTORS

Independent non-executive: M Mthombeni (*Chairman*); A Conrad; O Mabandla; N Siyotula; R Mathura, M Kabi

Non-executive: S Sithole

Executive: S Nhlumayo (*CEO*), S Rawoot (*FD*)

AFRICAN PHOENIX INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1946/021193/06)
(Ordinary share code: AXL) (ISIN: ZAE000221370)
(Hybrid instrument code: AXLP) (ISIN: ZAE000221388)

REGISTERED OFFICE

3rd Floor, Global House
28 Sturdee Avenue
Rosebank
South Africa
2196

COMPANY SECRETARY

Acorim Proprietary Limited

SHARE TRANSFER SECRETARIES

Link Market Services South Africa Proprietary Limited
13th Floor, Rennie House
19 Ameshoff Street
Braamfontein
South Africa

PO Box 4844
Johannesburg
South Africa
2000

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Telefax: +27 86 67 4 4381

WEBSITE

www.phoenixinvestments.co.za

PUBLIC and INVESTOR RELATIONS

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